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October 25, 2006

VIA ELECTRONIC SUBMISSION

Ms. Marlene H. Dortch Secretary Federal Communications Commission 445 12th St., SW, Room TWB-204 Washington, DC 20554

Re: Notice of Oral Ex Parte Communication
<u>In the Matter of Review of AT&T Inc. and BellSouth Corp.</u>
<u>Application</u>

For Consent to Transfer of Control, WC Docket No. 06-74

Dear Ms. Dortch:

On Tuesday, October 24, 2006, I had a telephone conversation with Commissioner Deborah Taylor Tate, as well as with Ian Dillner, Commissioner Ttate's Legal Advisor, to discuss issues related to the aforementioned proceeding. During the course of that conversation, we discussed the ex parte previously filed on Friday October 13, 2006. Our discussion was consistent with all of the filings made by AT&T and BellSouth in this proceeding.

One electronic copy of this Notice is being submitted to the Secretary of the FCC in accordance with Section 1.1206 of the Commission's rules.

Robert W. Zening.

Sincerely,

cc: Scott Deutchman

Bruce Gottleib